

2010 ELECTION PACKET

Dear Prospective Harvest Board of Directors Candidate:

Thank you for your interest in learning more about serving on Harvest Co-op Markets' Board of Directors. We hope to meet you and answer any questions you have at upcoming Candidate Q&A Sessions, and hope you will be able to attend a Board of Directors meeting on July 12, August 2, and/or September 13, 2010.

Volunteering on the Board is a serious commitment, but a tremendously rewarding one. Directors, elected by all co-op members, are responsible for making policy, overseeing operations (through management), and guiding and safeguarding Harvest's development. We take a highly professional approach to our role, and our relationships with each other and management are congenial and respectful.

Board terms are three years, beginning in December. This year four (out of nine) positions are open. If you are passionate about co-ops and supporting local sustainable business, we'd love to see you as a candidate!

If you are unsure whether you'd like to be a Director, note that the Board relies heavily on our committees to gather information and make recommendations. At the moment, our only standing committee is Membership and Social Concerns Committee (MSCC), which meets on the fourth Thursday of each month at 6:30 pm in the Cambridge Community Room. MSCC Members find their work to be thought-provoking, worthwhile and fun – please consider serving on the MSCC committee if you decide not to run for the Board itself.

This year, the Board of Directors will be endorsing selected candidates during the election process. We believe it is in the best interest of Harvest, for members to have more candidates to choose from rather than fewer. As a result, all active members^[1] who wish to run will be placed on the ballot. Of those candidates, the Board will endorse candidates and recommend them to members. The endorsements will be based on Board consensus of who:

- Would contribute to diversity of the board considering a variety of measures, including that they compliment the skills possessed by people already on the board;
- Demonstrate a commitment to Harvest's mission & values;
- Show signs that they would contribute to and respect consensus when serving on the Board.

Feel free to email me at clively@harvest.coop with any questions.

In cooperation,

Christina Lively, Secretary
Harvest Co-op Markets Board of Directors

Scotland Willis, Vice President
Harvest Co-op Markets Board of Directors

Contents of this packet:

Contents	Page
Harvest Mission Statement	2
Board Role and Responsibilities	2
Beliefs and Strategy	3
Board Code of Ethics	4
Code of Conduct	5
Background for Board Candidates	6
Elections Timetable	7
Board Candidate Application Form	8

Mission Statement

Harvest Co-op Markets is committed to building a vibrant community and healthier world by selling natural and organic food and bringing the benefits of cooperatives to our members.

- We offer a full line of products and services sought by our members, with an emphasis on natural and organic foods
- We educate and advocate for our members as consumers
- We support local, organic, cooperative, and fair labor suppliers
- We strive to build a democratic and welcoming community that celebrates the diversity of our members.

Approved 4/00

Role of the Board: Our Responsibilities

- ◆ Guide and monitor the cooperative in the best interest of member owners as a whole.
 - Understand the needs and values of members.
 - Communicate with and be accountable to members.
 - Articulate mission, vision and expected outcomes.
 - Preserve member control, protect member assets and ensure sustainability of the cooperative.
 - Ensure avoidance of illegal, unethical and imprudent activities and conditions.
- ◆ Delegate company operations to management and ensure accountability.

- ◆ Perpetuate an effective board.

Adopted March 3, 2007

Beliefs and Strategy

Basic Beliefs:

- We believe in selling healthful food and related products and services.
- We believe in serving the diverse needs/choices of our members and shoppers.
- We believe we must integrate and balance our efforts to be of service to our members and shoppers, to provide an excellent workplace for our employees, and to contribute to our communities.
- We believe the co-op as an organization and as a place of business should welcome and respect all people from the community.
- We believe in the Co-op Principles.
- We believe co-ops and their services should be widely available.
- We believe that we should provide education about food, health, the environment and cooperation as a business/social form.
- We believe a co-op must be well managed as an organization and as a business.
- We believe a co-op should be financially secure and successful.
- We believe that we must grow in size and in quality.
- We believe that growth derives from our present strengths but also requires taking risks.
- We believe the co-op-owned business can and should be as beautiful and successful as any in town.

Statement of Strategy:

- We are in the natural foods industry.
- We will sell a mix of natural, conventional and gourmet groceries that meets, as much as possible, the diverse and changing needs of shopper/members.
- We may promote any product that we stock.
- Our marketing focus will derive from products and service, with the “added values” that come from being a co-op: honest, not driven by profit, community friendly, and progressive.
- We will support local, organic, cooperative and fair labor suppliers.
- We will endeavor to have a good price image without “leading with price.”
- We will build membership first by having excellent stores and second by promoting membership in a simple, non-strident manner, based on community values and return on investment.
- We will endeavor to have a supportive workplace, competitive wages and benefits and to build productivity, loyalty and longevity in our

staff.

- We will aim to have superior service to shoppers/members.
- We will perform service outside the stores, which contributes to the community and promotes the co-op.
- Through our service and style, we will both welcome diversity into our stores and convey our uniqueness.
- Education will be an integral part of our promotion of the co-op and its products.
- We will endeavor to be as profitable as possible through strong management controls, aggressive promotions, and sales growth, in order to meet our other goals.
- We will grow in size and/or number of stores as rapidly as possible and practical.

Approved 4/00

Board of Directors Code of Ethics

The Board of Directors of Harvest Co-op Markets adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the board or individual directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between directors, and among directors, management, and employees.

To that end, we, the directors of Harvest Co-op Markets agree that:

- The **board's authority** is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the board, and we work with management to set the future direction of the coop. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- Each **director's authority** is equal only to the rights and authority of any individual member of the cooperative, except when the board is in formal meeting. No individual director may take action alone on behalf of the cooperative unless explicitly delegated that authority by action of the board, and no individual director has any particular rights to information not made available to all directors.
- The **authority of the manager**, as approved by the board in the general manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the board.

- While an individual director may **disagree** with a policy approved by or action taken by the majority of the board, s/he will support that policy or action as being the considered judgment of the board. An individual director shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices. The board shall have the duty to reconsider its actions appropriately.
- All directors will maintain **confidentiality** as needed to protect the co-op's interests and financial viability. This means that all directors shall not discuss disputed or confidential corporate actions, policies, or issues with co-op members, employees, or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the coop's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the board as a whole.
- Directors **serve as representatives** of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the co-op, its members, and its staff. We respect the rights of others – directors, staff and members – to communicate their ideas free from interruption and without intimidation. All directors shall take the initiative at all times to disclose any and all economic conflicts of interest.

Board of Directors Code of Conduct

As a co-op director, I pledge to do my best for Harvest Co-operative markets and will:

- Devote the time needed to fulfill the responsibilities of the position;
- Attend all regular and special board and committee meetings;
- Be prompt, attentive, and prepared for all board and committee meetings;
- Contribute to and encourage open, respectful, and thorough discussions by the board;
- Attend and actively participate in the board's training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- Consider the business of the co-op and its members to be confidential in nature;
- Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
- Be honest, helpful, diligent, and respectful in my dealings with the co-op, with other directors, and with the co-op's management, staff, and members;
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived

- to be, in conflict with the co-op's;
- Work for continued and increased effectiveness in the co-op's ability to serve its member/owners;
- Be a team player and agree to abide by the majority action of the board, even if its is not my own personal opinion;
- Present the agreed-upon view of the board of directors, rather than my own, when I speak for the co-op to employees, members, shoppers, and the general public;
- Refrain from asking for special privileges as a board member and from interfering with management's authority;
- Work to ensure that the co-op is controlled in a democratic fashion by its members and that all elections are open, fair, and encourage the participation of all members. Strive at all times to keep members informed of the co-op's status and plans, and of the board's work, as appropriate;
- Continually seek to learn more about the co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.

Anticipated time commitment per month (approximate):

- Contribute material or topics for the board packet in a timely fashion.
- Prepare for the meeting by reviewing the packet—1 hr per month
- Participate in Committee work teams or projects—5-10 hrs per month
- Timely response to communication among the board—check Harvest email regularly—
at least 1-2 times per week, respond within 1 week - unless communication is specified as urgent—1-5 hours per month
- E-mail etiquette: Involve other board members only as necessary
- Regular tabling at stores—2 hours every other month

Background for Board Candidates

ELIGIBILITY: Any active member of Harvest is eligible to sit on the Board.

BOARD STRUCTURE: The board is made up of nine elected directors. No more than three salaried employees of the co-op may serve at any one time. All directors are elected by Harvest's members on an at-large basis.

MEETINGS: The Board meets once a month, typically on a Monday night from 7:00 until 9:30, in the community room of the Cambridge store. (Dinner is provided by the co-op and Directors often begin gathering at 6:30.) Meeting dates are scheduled at the beginning of every year, and Board members are expected to attend all meetings. Board decisions are made by majority vote

using Robert's Rules of Order.

In addition, the board expects all directors to serve on one or more Board committees, and to attend four other events each year:

- The Board orientation session (in December);
- An introduction to Harvest's finances (January);
- The board's annual planning retreat, typically a full Saturday in February; and
- Harvest's annual meeting (October).

COMMITTEES: Each board member serves on one or more committees, which tend to meet monthly. We currently have three standing committees: Nominations and Elections; Membership and Social Concerns; and Executive.

Each committee has a charter approved by the Board; each committee except for the Executive Committee may have non-board member participants. The Executive Committee is composed of the Officers and coordinates the Board's work.

COMMUNICATIONS: The Board depends heavily on email. If you do not have access to a computer, please let us know so we can figure out alternative accommodation.

TERMS: Board terms are for three years as provided in the bylaws, and begin at the December Board meeting.

COMPENSATION: Directors are reimbursed for expenses incurred while serving in their capacity as directors – such as phone calls, postage, child care, transportation and all other legitimate expense. In addition, the co-op will cover directors' registration and travel expenses for professional development events approved by the Board. Directors are asked to plan expenses carefully and in advance to include in an annual Board budget and avoid cost overruns. Directors receive a gift certificate for \$100 in-store credit quarterly.

QUESTIONS: For further information, please feel free to email Christina Lively, Chair, Nominations and Elections Committee at clively@harvest.coop.

<i>2010 Board Election Timetable</i>		
June	3rd	Solicitation for Candidates in June Harvest Times
July	2nd	Solicitation for Candidates in July/Aug Harvest Times
	12th	6:30pm, Cambridge Community Room: Elections Info/Meet the current Board Candidates encouraged to stay for the public session of Board meeting 7:00-8:00pm

	14th	7:00pm, JP store: Elections Info/Meet the current Board, right after tabling session at Member Appreciation Day.
August	2nd	6:30pm, Cambridge Community Room: Elections Info/Meet the current Board Candidates encouraged to stay for the public session of Board meeting 7:00-8:00pm
	24th	6:00pm, Cambridge Community Room: MSCC meeting. Meet members of the current board. Candidates encouraged to stay for the MSCC meeting 6:30-7:30pm Many current board members first served on MSCC.
September	7th	Candidate applications due to Harvest and go into board mailbox, or email to Chris Durkin at cdurkin@harvest.coop Candidates must submit statement and photo if available. [move?]
	13th	Board of Directors meeting, meet the current board; Nominations Committee announces candidates (to Board, GM, Member Services and candidates themselves).
October	4th	Election letter+Member Dinner Invitation mailed to all members
	8th	Election opens, ballot boxes at both stores
	28th	Annual Member Meeting and Dinner with candidate forum.
November	11th	Balloting closes. Director of Membership and Community Relations arranges for collection of ballot boxes from the stores and places all the ballots, including those mailed in, together at Cambridge.
	13th/14th	Vote counting in Cambridge Community Room. Observers are welcome.
	15th	Successful and unsuccessful candidates notified by Board Secretary; notification emailed to Board, GM and Member Services.
December	6th	First board meeting for new board members

Board Candidate Application

We'd like some basic information on your background, what you feel you can offer the co-op, and what interests you about serving on the Board. In addition to the filling out the questions and candidate statement below, please attach a resume if you have one available.

If possible, we'd prefer this application, your resume, your photo, and your candidate statement submitted electronically (it saves us retyping!). If you are reading this on paper, please e-mail **Chris Durkin (cdurkin@harvest.coop)** for an RTF file, and submit your application to the same e-mail. If you fill out a paper copy, please mail it to Christina Lively, Harvest Co-op Market, 581

Massachusetts Avenue, Cambridge, MA 02139. Applications must be received by September 7, 2010.

Name

Address

Phone _____ (days) _____ (evenings)

E-Mail Address

Harvest Co-op Membership Number (the number under the barcode on your membership card)

73021-_____ Member Since: _____

Membership Name (if different)

Occupation

Education

Interests

Board Experience (any organization, business, non-profit or otherwise) – please list the organization's *name*, *dates* of your participation, whether you served as a *director or a committee member*, and any *officer positions* you held.

Organizational Experience – please list other relevant business or volunteer work you've done.

Skills – please rate your skills and/or experience in these areas, using the following scale:

Please write your

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candidate's Statement (no more than 300 words) in essay form, covering the following questions. This statement will be published in the newsletter and posted in the store, once you are nominated. ■ Why would you like to serve on the Harvest Co-op board?

- What skills and experience do you bring to the board?

What

are the critical issues facing the Co-op in the next few years, and what should be the role of the Board in dealing with them? If you have additional comments